

L99000000 2005

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Adastar, LLC

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ARTICLES OF ORGANIZATION

OF

ADASTAR, L.L.C
a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is, ADASTAR, L. L. C. (the "Company").

ARTICLE II
PURPOSE

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Company is:

A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

D. To purchase the assets of any other business entity and engage in the same or other character of business.

E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

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F. To engage in any activity or business permitted under the laws of the United States and any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time, with all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III ADDRESS

The mailing and street address of the Company's principal place of business is 8365 Shadow Pine Way, Sarasota, Florida 34238.

ARTICLE IV DURATION

The Company's existence shall commence on the date of filing and shall have perpetual existence until it is dissolved and its affairs wound up in accordance with Chapter 608, Fla. Stat., and the Regulations of the Company.

ARTICLE V MANAGEMENT

The Company shall be managed by a board of management elected by the members of the Company in accordance with the Regulations of the Company. The sole member of the board of management, until the first annual meeting of members or the election and qualification of his successor or successors shall be:

Phillip Vincen Collier
8365 Shadow Pine Way
Sarasota, FL 34238.

ARTICLE VI ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VII CAPITAL CONTRIBUTIONS, PROFIT/LOSS ALLOCATION AND MEMBER VOTING

A. Initial Contributions. The total amount of cash or property to be initially contributed by the members of the Company is listed in the attached affidavit.

B. Profit/Loss Allocation. The profits and losses of the Company shall be allocated among the members in accordance with the Regulations of the Company.

C. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

D. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE VIII ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE IX AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by a unanimous vote of the members at any annual or special meeting, provided at least ten (10) days written notice is given to each member of the time and place of the meeting and the purpose thereof.

ARTICLE X - INDEMNITY OF MANAGERS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he or she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee, or another limited liability company, corporation, partnership, joint venture, trust or other enterprise in which he or she served as such at the request of the Company, shall be indemnified by the Company against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such manager, managing member, officer, or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any manager, managing member, officer, or employee may be entitled apart from the provisions of this Section, specifically, but not exclusively, in this regard the provisions of Section 608.4363 Fla. Stat., as the same may be amended from time to time, shall apply.

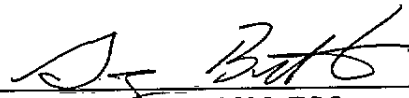
ARTICLE XI INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 915 S. Tamiami Trail, Nokomis, Florida 34275.

The initial Registered Agent is designated as GREG A. BETTERTON, ESQ.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 8th day of APRIL, 1999.

AUTHORIZED REPRESENTATIVE
OF MEMBER PHILLIP VINCEN COLLIER:



GREG A. BETTERTON, ESQ.

STATE OF FLORIDA)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 8 day of April, 1998, by Greg A. Betterton, as Authorized Representative of Phillip Vincen Collier who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.



Notary Public, State of Florida
My Commission Expires:



Notary Public State of Florida
H. GREG LEE
Comm. # CC 802987
Comm. Exp. Jan 19, 2003
Bonded Thru Troy Fair Insurance, Inc

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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statutes and Article XI of these Articles of Organization, the undersigned Registered Agent does hereby state that he is familiar with, and accepts the obligations of his position as Registered Agent and designates as his location for service of process as:

GREG A. BETTERTON, ESQ.
915 S. Tamiami Trail
Nokomis, FL 34275

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
GREG A. BETTERTON, ESQ.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED MEMBER or authorized representative of a member of
ADASTAR, L.L.C., deposes and says:

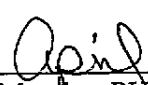
1. That the above-named limited liability company has at least one (1) member.
2. That the total amount of cash contributed by the members is \$100,000.00.
3. The total amount of property contributed by members is \$ ____-0-____.
4. That the total amount of cash or property anticipated to be contributed by members
is \$ ____100,000.00____. This total includes amounts from paragraph 2 above.
5. That he is the authorized representative of a member of ADASTAR, L.L.C.

Further Affiant sayeth naught.


GREG A. BETTERTON, ESQ.
Affiant

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STATE OF FLORIDA)
COUNTY OF SARASOTA)

 The foregoing instrument was acknowledged before me this 8 day of
April, 1999, by GREG A. BETTERTON, as Authorized Representative of
Member PHILLIP VINCEN COLLIER, who is personally known to me.

Witness my hand and official seal in the county and state last aforesaid on the day and year
first written above.


Notary Public, State of Florida

My Commission Expires:



Notary Public State of Florida
H. GREG LEE
Comm. # CC 802967
Comm. Exp. Jan 19, 2003
Bonded Thru Troy Fain Insurance, Inc.